

2/AL

LP-2 Amendment to Certificate of Limited Partnership (LP)

FILED
In the Office of the Secretary of State
of the State of California
JUL 18 2012

To change information of record for your LP, fill out this form, and submit for filing along with:

- A \$30 filing fee,
- A separate, non-refundable \$15 service fee, if you drop off the completed form.

Items 3-7: Only fill out the information that is changing. Attach extra pages if you need more space or need to include any other matters.

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-lips.htm

① LP's File No. (issued by CA Secretary of State):

198810500019

② LP's Exact Name (on file with CA Secretary of State):

CARLTON HOTEL PROPERTIES, A CALIFORNIA LIMITED PARTNERSHIP

③ New LP Name:

The new LP name: must end with "Limited Partnership," "LP," or "L.P.," and may not contain "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp."

④ New LP Office Address in California:

street address city (no abbreviations) state zip

⑤ New Agent/Address for Service of Process: (The agent must be a CA resident or qualified 1505 corporation in CA.)

a. Agent's name: Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

b. Agent's address: street address (if agent is not a corporation) city (no abbreviations) state zip

⑥ General Partner Changes:

a. New general partner: See Attached Exhibit 1

name address city (no abbreviations) state zip

b. Address change:

name new address city (no abbreviations) state zip

c. Name change: Old name: New name:

d. Name of dissociated general partner: Richard C. Blum, Dianne Feinstein and Eileen Gartland - deceased

⑦ Dissolved LP: (Either check box a or check box b and complete the information. Note: To terminate the LP, also file a Certificate of Cancellation (Form LP-4/7), available at www.sos.ca.gov/business/be/forms.htm.)

a. ☐ The LP is dissolved and wrapping up its affairs.

b. ☐ The LP is dissolved and has no general partners. The following person has been appointed to wrap up the affairs of the LP:

name address city (no abbreviations) state zip

⑧ Read and sign below: This form must be signed by (1) at least one general partner; (2) by each person listed in item 6a; and (3) by each person listed in item 6d if that person has not filed a Certificate of Dissociation (Form LP-101). If item 7b is checked, the person listed must sign. If a trust, association, attorney-in-fact, or any other person not listed above is signing, go to www.sos.ca.gov/business/be/filing-lips.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this amendment.

I declare that I am the person who signed this form and that signing this form is my act.

Sign here Diane Feinstein member

DF Investment LLC

Print your name here

Richard C. Blum, CEO and President

Blum Investment Partners, Inc.

Print your name here

Date

Date

Make check/money order payable to: Secretary of State

We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

By Mail

Secretary of State
Business Entities, P.O. Box 944225,
Sacramento, CA 94244-2250

Drop-Off

Secretary of State
1500 11th St., 3rd Floor,
Sacramento, CA 95814

Exhibit 1

6. General Partner Changes

a. New General Partner:

1. Blum Investment Partners, Inc.
909 Montgomery Street, Suite 400, San Francisco, CA 94133
2. DF Investment LLC
909 Montgomery Street, Suite 400, San Francisco, CA 94133

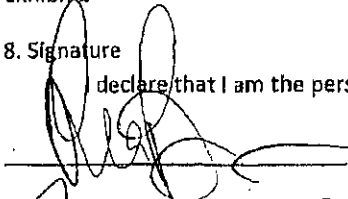
198810500019

Dissociated General Partners

Exhibit 2

8. Signature

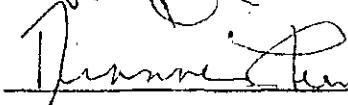
declare that I am the person who signed this form and that signing this form is my act.



Richard C. Blum

date -

7/16/12



Dianne Feinstein

date -

8/18/12

Deceased

Eileen Gartland

date -

198810500019